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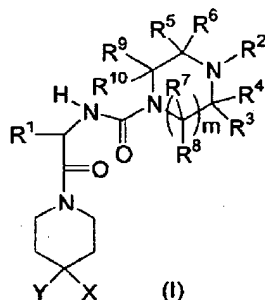
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Listing of Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Claim 1 (Amended) A compound of structural formula I:



or a pharmaceutically acceptable salt thereof; wherein

m is 1 or 2;

each p is independently 0, 1, or 2;

each n is independently 0, 1, or 2;

R¹ is 4-chlorobenzyl; 4-fluorobenzyl; 3,4-difluorobenzyl; 3,5-difluorobenzyl, 2-cyano-4-fluorobenzyl; or 4-methoxybenzyl;

R³, R⁴, R⁵, R⁶, R⁷, R⁸, R⁹, and R¹⁰ are each independently selected from the group consisting of:

hydrogen,

C₁₋₈ alkyl,

(CH₂)_n-aryl,

(CH₂)_nC₃₋₆ cycloalkyl,

(CH₂)_n-heteroaryl, and

(CH₂)_n-heterocyclyl;

in which aryl and heteroaryl are unsubstituted or substituted with one to three groups independently selected from R¹¹; and alkyl, cycloalkyl, and heterocyclyl are unsubstituted or substituted with one to three groups independently selected from R¹¹ and oxo;

or R³ and R⁵ and the carbon atoms to which they are attached form a 5- to 7-membered ring;

or R³ and R⁹ and the carbon atoms to which they are attached form a 5- to 7-membered ring;

or R⁵ and R⁷ and the carbon atoms to which they are attached form a 5- to 7-membered ring;

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or R⁷ and R⁹ and the carbon atoms to which they are attached form a 5- to 7-membered ring;

R² is selected from the group consisting of

hydrogen,
C₂₋₆ alkenyl,
C₁₋₈ alkyl,
(CH₂)_n-aryl,
(CH₂)_nC₃₋₆ cycloalkyl,
(CH₂)_n-heteroaryl,
(CH₂)_n-heterocyclyl,
(CH₂)₁₋₂OR¹²,
(CH₂)₁₋₂CO₂R¹²,
(CH₂)₁₋₂CONR¹²R¹²,
CH₂C≡CH, and
CH₂CHF₂;

in which aryl and heteroaryl are unsubstituted or substituted with one to three groups independently selected from R¹¹; and alkyl, cycloalkyl, and heterocyclyl are unsubstituted or substituted with one to three groups independently selected from R¹¹ and oxo;
or R² and R³ and the carbon atoms to which they are attached form a 5- to 7-membered ring;
or R³ and R⁴ and the carbon atom to which they are attached form a 3- to 6-membered spirocyclic ring;

R¹¹ is selected from the group consisting of

hydrogen,
C₁₋₆ alkyl,
(CH₂)_n-phenyl,
(CH₂)_n-naphthyl,
(CH₂)_n-heteroaryl,
(CH₂)_n-heterocyclyl,
(CH₂)_nC₃₋₇ cycloalkyl,
halogen,
OR¹²,
(CH₂)_nN(R¹²)₂,
(CH₂)_nC≡N,

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(CH₂)_nCO₂R¹²,
NO₂,
(CH₂)_nNR¹²SO₂R¹²,
(CH₂)_nSO₂N(R¹²)₂,
(CH₂)_nS(O)_pR¹²,
(CH₂)_nNR¹²C(O)N(R¹²)₂,
(CH₂)_nC(O)N(R¹²)₂,
(CH₂)_nNR¹²C(O)R¹²,
(CH₂)_nNR¹²CO₂R¹²,
O(CH₂)_nC(O)N(R¹²)₂,
CF₃,
CH₂CF₃,
OCF₃, and
OCH₂CF₃;

wherein phenyl, naphthyl, heteroaryl, cycloalkyl, and heterocyclyl are unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C₁₋₄ alkyl, trifluoromethyl, and C₁₋₄ alkoxy; and wherein any methylene (CH₂) carbon atom in R¹¹ is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl; or two substituents when on the same methylene (CH₂) carbon atom are taken together with the carbon atom to which they are attached to form a cyclopropyl group;

each R¹² is independently selected from the group consisting of

hydrogen,
C₁₋₈ alkyl,
(CH₂)_n-phenyl,
(CH₂)_n-naphthyl,
(CH₂)_n-heteroaryl, and
(CH₂)_nC₃₋₇ cycloalkyl;

wherein any methylene (CH₂) carbon atom in R¹² is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl; or two R¹² groups together with the atom to which they are attached form a 5- to 8-membered mono- or bicyclic ring system optionally containing an additional heteroatom selected from O, S, and NC₁₋₄ alkyl;

each R¹³ is independently selected from the group consisting of

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hydrogen,
C₁₋₈ alkyl,
(CH₂)_n-aryl,
(CH₂)_n-heteroaryl,
(CH₂)_n-heterocyclyl, and
(CH₂)_nC₃₋₇ cycloalkyl;

wherein alkyl, aryl, heteroaryl, heterocyclyl, and cycloalkyl are unsubstituted or substituted with one to three groups independently selected from halogen, hydroxy, C₁₋₃ alkoxy, C₁₋₃ alkylthio, carboxy, C₁₋₄ alkyloxycarbonyl, amino, C₁₋₄ alkylamino, and di(C₁₋₄ alkylamino);
or two R¹³ groups together with the atoms to which they are attached form a 5- to 8-membered mono- or bi-cyclic ring system optionally containing an additional heteroatom selected from O, S, NR¹², NBoc, and NCbz;

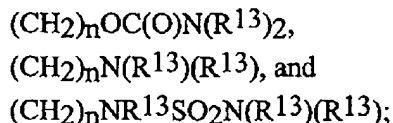
X is selected from the group consisting of

C₁₋₈ alkyl,
(CH₂)_nC₃₋₈ cycloalkyl,
(CH₂)_n-phenyl,
(CH₂)_n-naphthyl,
(CH₂)_n-heteroaryl,
(CH₂)_nheterocyclyl,
(CH₂)_nC≡N,
(CH₂)_nCON(R¹³R¹³),
(CH₂)_nCO₂R¹³,
(CH₂)_nCOR¹³,
(CH₂)_nNR¹³C(O)R¹³,
(CH₂)_nNR¹³CO₂R¹³,
(CH₂)_nNR¹³C(O)N(R¹³)₂,
(CH₂)_nNR¹³SO₂R¹³,
(CH₂)_nS(O)_pR¹³,
(CH₂)_nSO₂N(R¹³)(R¹³),
(CH₂)_nOR¹³,
(CH₂)_nOC(O)R¹³,
(CH₂)_nOC(O)OR¹³,

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wherein phenyl, naphthyl, and heteroaryl are unsubstituted or substituted with one to three groups independently selected from R^{11} ; alkyl, cycloalkyl, and heterocyclyl are unsubstituted or substituted with one to three groups independently selected from R^{11} and oxo; and wherein any methylene (CH_2) carbon atom in X is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C_{1-4} alkyl; and

~~Y is selected from the group consisting of~~

~~hydrogen,~~
 ~~C_{1-8} alkyl,~~
 ~~C_{2-6} alkenyl,~~
 ~~$(\text{CH}_2)_n\text{C}_{3-8}$ cycloalkyl,~~
 ~~$(\text{CH}_2)_n$ phenyl,~~
 ~~$(\text{CH}_2)_n$ naphthyl,~~
 ~~$(\text{CH}_2)_n$ heteroaryl, and~~
 ~~$(\text{CH}_2)_n$ heterocyclyl;~~

~~wherein phenyl, naphthyl, and heteroaryl are unsubstituted or substituted with one to three groups independently selected from R^{11} ; alkyl, cycloalkyl, and heterocyclyl are unsubstituted or substituted with one to three groups independently selected from R^{11} and oxo; and wherein any methylene (CH_2) carbon atom in Y is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C_{1-4} alkyl.~~

Y is C_{1-8} alkyl, $(\text{CH}_2)_n\text{C}_{3-7}$ cycloalkyl, $(\text{CH}_2)_n$ -aryl, $(\text{CH}_2)_n$ -heterocyclyl, or $(\text{CH}_2)_n$ -heteroaryl; wherein aryl and heteroaryl are unsubstituted or substituted with one to three groups independently selected from R^{11} ; and $(\text{CH}_2)_n$ alkyl, cycloalkyl, and heterocyclyl are unsubstituted or substituted with one to three groups independently selected from R^{11} and oxo.

Claims 2-4 (Cancelled)

Claim 5 (Original) The compound of Claim 1 wherein R^2 is selected from the group consisting of

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hydrogen,
C₁₋₈ alkyl,
CH₂-aryl,
CH₂-heteroaryl,
CH₂-heterocyclyl,
CH₂C₃₋₆ cycloalkyl,
CH₂CO₂R¹²,
CH₂CONR¹²R¹²,
CH₂OR¹²,
CH₂C≡CH, and
CH₂CHF₂;

wherein aryl and heteroaryl are unsubstituted or substituted with one to three groups independently selected from R¹¹; and alkyl, cycloalkyl, and heterocyclyl are unsubstituted or substituted with one to three groups independently selected from R¹¹ and oxo.

Claim 6 (Original) The compound of Claim 5 wherein R² is hydrogen or C₁₋₄ alkyl.

Claim 7 (Original) The compound of Claim 6 wherein R² is hydrogen.

Claim 8 (Original) The compound of Claim 1 wherein X is selected from the group consisting of C₁₋₆ alkyl, (CH₂)_n-phenyl, (CH₂)_n-naphthyl, (CH₂)_n-heteroaryl, (CH₂)_n-heterocyclyl, (CH₂)_nC(O)N(R¹³)(R¹³), (CH₂)_nCO₂R¹³, (CH₂)_nS(O)_pR¹³, (CH₂)_nOR¹³, (CH₂)_nNR¹³C(O)R¹³, and (CH₂)_nNR¹³SO₂R¹³; wherein phenyl, naphthyl, and heteroaryl are unsubstituted or substituted with one to three groups independently selected from R¹¹; alkyl and heterocyclyl are unsubstituted or substituted with one to three groups independently selected from R¹¹ and oxo; and the (CH₂)_n group is unsubstituted or substituted with one to three groups independently selected from R¹², halogen, S(O)_pR¹², N(R¹²)₂, and OR¹².

Claim 9 (Original) The compound of Claim 8 wherein X is selected from the group consisting of C₁₋₆ alkyl, (CH₂)₀₋₁-phenyl, (CH₂)₀₋₁-heteroaryl, (CH₂)₀₋₁-heterocyclyl, (CH₂)₀₋₁NHC(O)R¹³, (CH₂)₀₋₁CO₂R¹³, and (CH₂)₀₋₁C(O)N(R¹³)(R¹³); wherein phenyl and heteroaryl are unsubstituted or substituted with one to three groups independently selected from

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R¹¹; and alkyl and heterocyclyl are unsubstituted or substituted with one to three groups independently selected from R¹¹ and oxo.

Claim 10 (Original) The compound of Claim 9 wherein heteroaryl is selected from the group consisting of pyridyl, pyrazinyl, pyrimidinyl, triazolyl, tetrazolyl, thiadiazolyl, oxadiazolyl, pyrazolyl, and imidazolyl.

Claim 11 (Cancelled)

Claim 12 (Original) The compound of Claim 11 wherein Y is C₃₋₆ cycloalkyl or C₁₋₆ alkyl, wherein alkyl and cycloalkyl are unsubstituted or substituted with one to three groups independently selected from R¹¹ and oxo.

Claim 13 (Original) The compound of Claim 12 wherein Y is cyclohexyl or C₁₋₆ alkyl, wherein the cyclohexyl and alkyl groups are unsubstituted or substituted with one to three groups independently selected from R¹¹ and oxo.

Claim 14 (Original) The compound of Claim 1 wherein m is 1.

Claim 15 (Original) The compound of Claim 1 wherein R³, R⁴, R⁵, R⁶, R⁷, R⁸, R⁹, and R¹⁰ are each independently hydrogen or C₁₋₄ alkyl; or R³ and R⁵ and the carbon atoms to which they are attached form a 5- to 7-membered ring; or R³ and R⁹ and the carbon atoms to which they are attached form a 5- to 7-membered ring.

Claim 16 (Original) The compound of Claim 15 wherein R³, R⁴, R⁵, and R⁶ are each independently hydrogen or C₁₋₄ alkyl, and R⁷, R⁸, R⁹, and R¹⁰ are hydrogen.

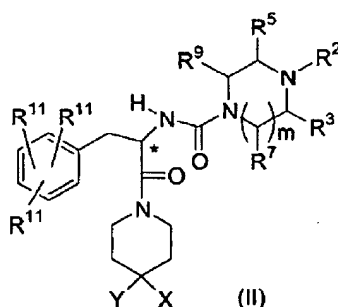
Claim 17 (Original) The compound of Claim 16 wherein R³ and R⁵ are each independently hydrogen or C₁₋₄ alkyl; and R⁴ and R⁶ are hydrogen.

Claim 18 (Previously Presented) A compound of structural formula II:

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wherein m is 1 or 2;

each R¹¹ is independently selected from the group consisting of

hydrogen,
halogen,
cyano,
C₁₋₄ alkyl,
C₁₋₄ alkoxy,
C₁₋₄ alkylthio,
trifluoromethyl, and
trifluoromethoxy;

R² is hydrogen or C₁₋₄ alkyl, unsubstituted or substituted with one to three groups independently selected from R¹¹ and oxo;

R³, R⁵, R⁷, and R⁹ are each independently hydrogen or C₁₋₄ alkyl; or R³ and R⁵ and the carbon atoms to which they are attached form a 5- to 7-membered ring; or R³ and R⁹ and the carbon atoms to which they are attached form a 5- to 7-membered ring;

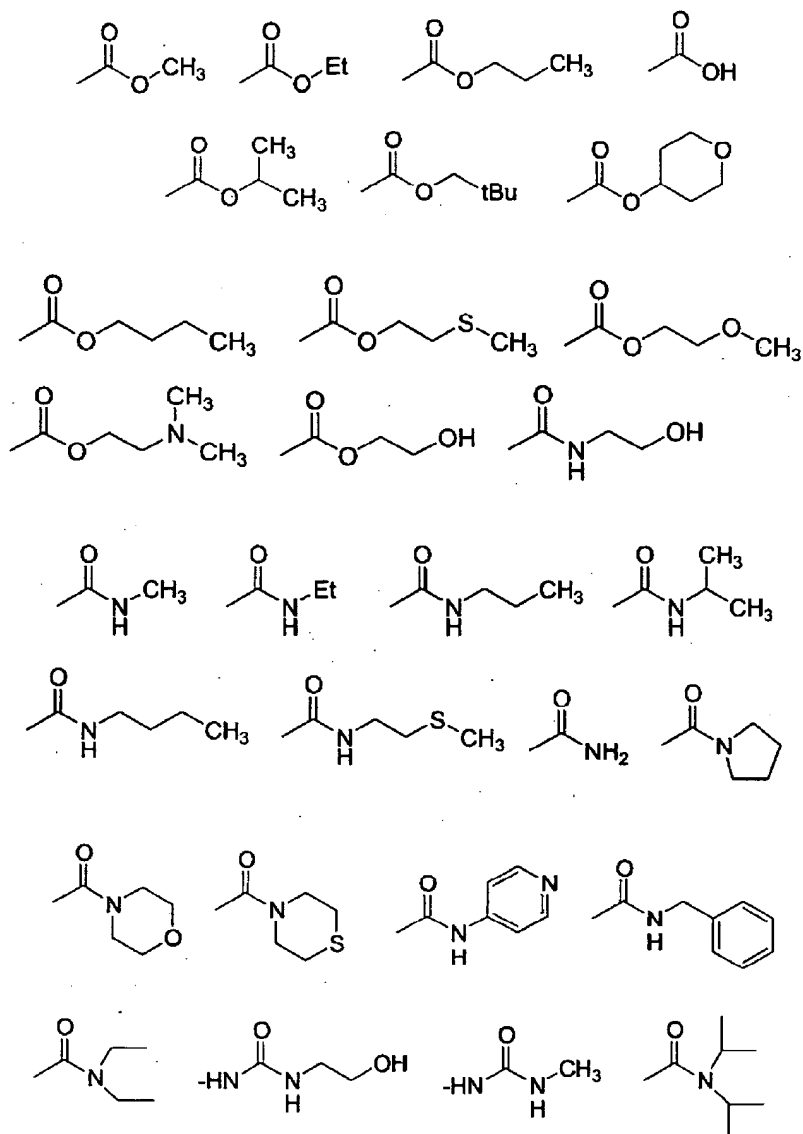
Y is C₅₋₇ cycloalkyl or C₁₋₆ alkyl, wherein alkyl and cycloalkyl are unsubstituted or substituted with one to three groups independently selected from R¹¹ and oxo; and

X is selected from the group consisting of

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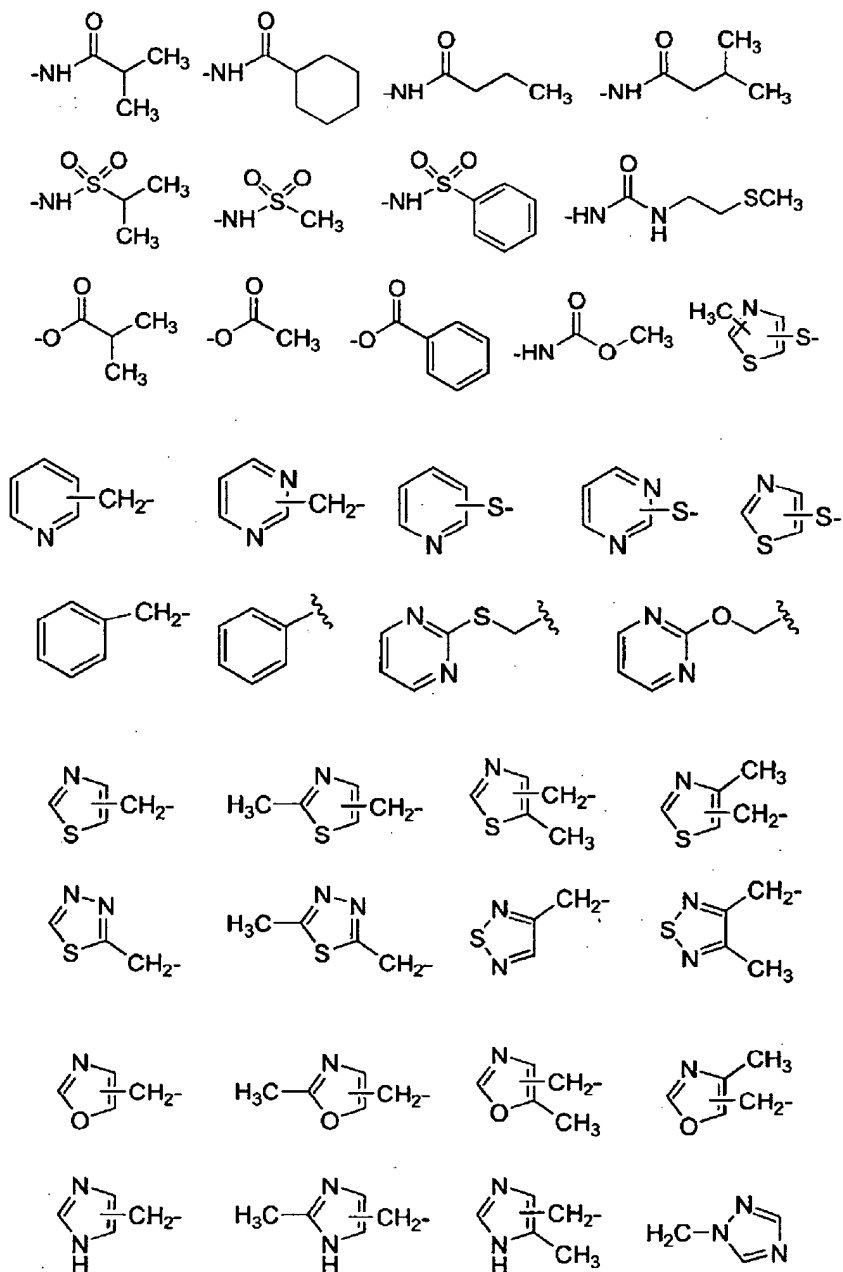
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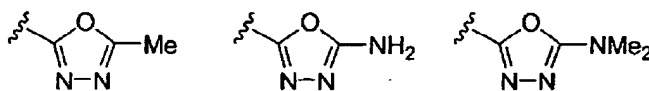
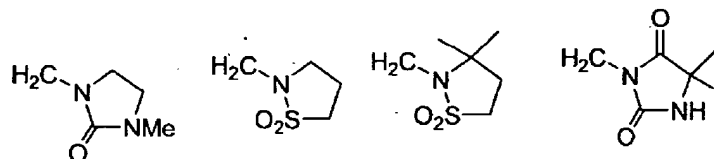
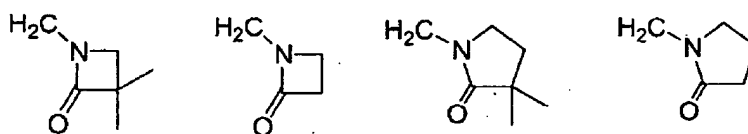
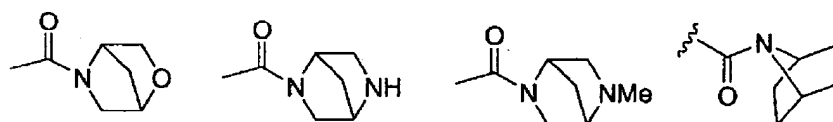
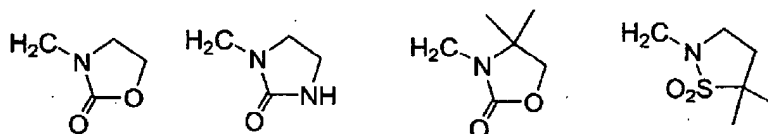
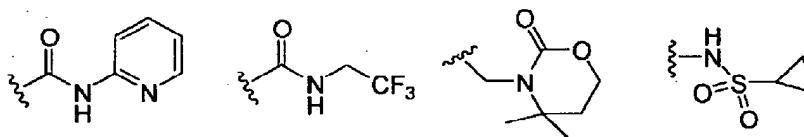
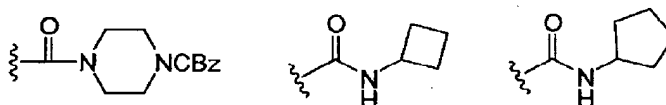
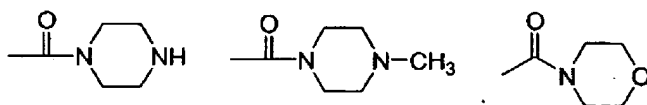
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$-\text{CH}_2\text{N}(\text{CH}_3)\text{COTBu}$; $-\text{CH}_2\text{N}(\text{iPr})\text{COMe}$; $-\text{CH}_2\text{N}(\text{iPr})\text{SO}_2\text{Me}$;

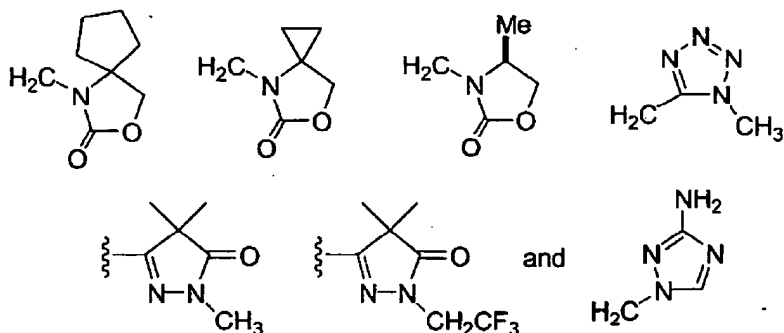
$\text{C}(\text{O})\text{NHC}(\text{Me})_2\text{CH}_2\text{OMe}$; $\text{C}(\text{O})\text{NHC}(\text{Me})_2\text{CH}_2\text{OH}$; $-\text{CH}_2\text{CH}_2\text{C}(\text{Me})_2\text{OH}$;



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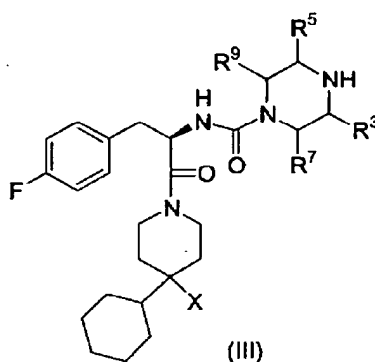


Claim 19 (Original) The compound of Claim 18 wherein the carbon atom marked with * has the *R* configuration.

Claim 20 (Original) The compound of Claim 18 wherein *m* is 1.

Claim 21 (Original) The compound of Claim 18 wherein R^3 and R^5 are each independently hydrogen or C_{1-4} alkyl, and R^7 and R^9 are hydrogen.

Claim 22 (Original) The compound of Claim 19 of structural formula III selected from the group consisting of:

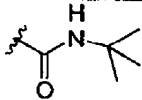
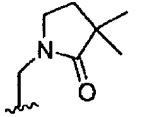
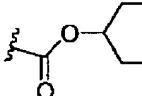
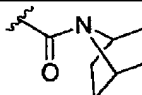
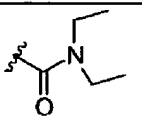
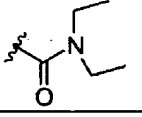


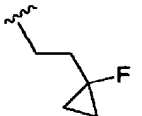

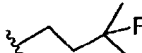
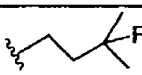
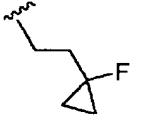


R^3	R^5	R^7	R^9	X
Me	Me	H	H	

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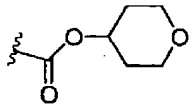
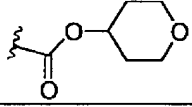
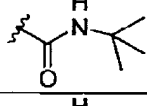
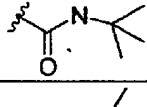
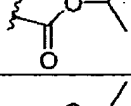
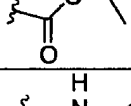
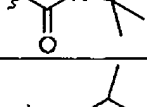
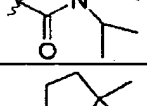
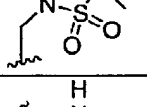
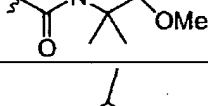
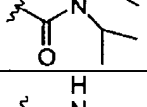
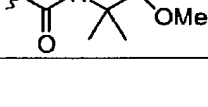
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<u>R³</u>	<u>R⁵</u>	<u>R⁷</u>	<u>R⁹</u>	<u>X</u>
Me	Me	H	H	
Me	Me	H	H	
Me	Me	H	H	
Me	Me	H	H	
Me	Me	H	H	
Et	Et	H	H	
Et	Et	H	H	
Et	Et	H	H	
Me	Me	H	H	
Et	Et	H	H	
Me	Me	H	H	
Et	Et	H	H	
Et	Et	H	H	

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<u>R³</u>	<u>R⁵</u>	<u>R⁷</u>	<u>R⁹</u>	<u>X</u>
Me	Me	Me	Me	
Et	Et	H	H	
Me	Me	Me	Me	
Et	Et	H	H	
Me	Me	H	H	
Et	Et	H	H	
H	H	H	H	
Me	Me	H	H	
Me	Me	H	H	
Me	Me	H	H	
Et	Et	H	H	
Et	Et	H	H	

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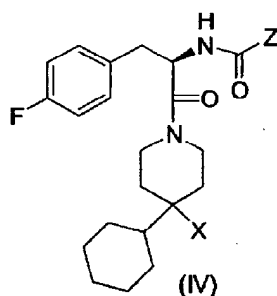
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<u>R³</u>	<u>R⁵</u>	<u>R⁷</u>	<u>R⁹</u>	<u>X</u>
Me	Me	Me	Me	

or a pharmaceutically acceptable salt thereof.

Claim 23 (Original) The compound of Claim 19 of structural formula IV selected from the group consisting of:

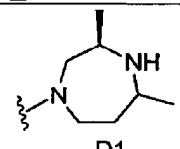
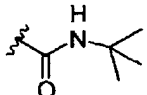
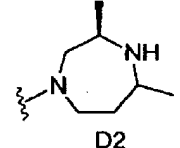
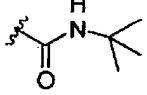
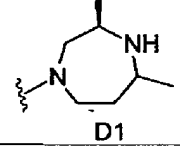
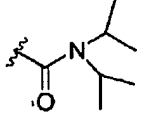
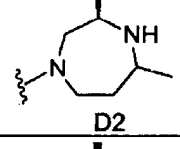
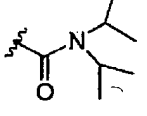
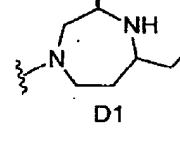
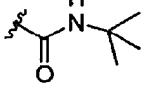
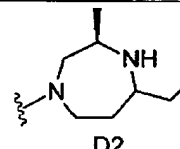
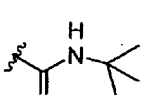
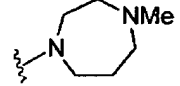
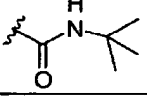
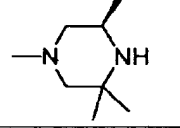
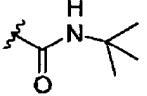
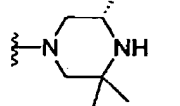
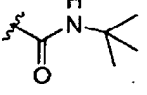


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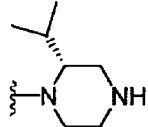
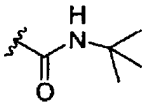
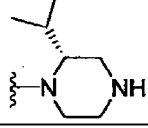
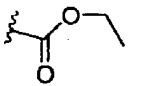
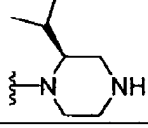
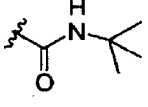
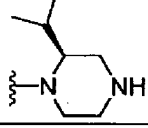
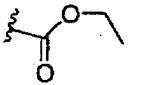
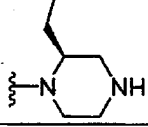
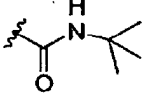
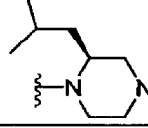
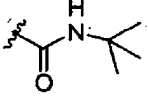
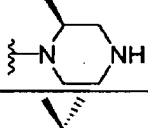
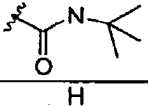
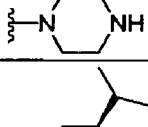
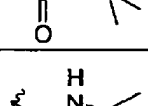
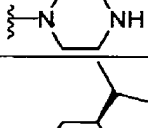
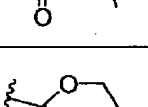
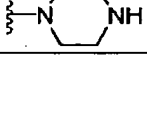
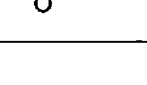
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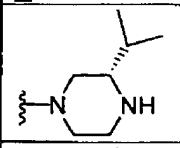
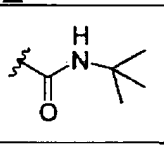
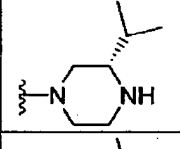
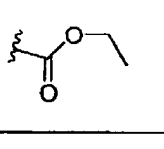
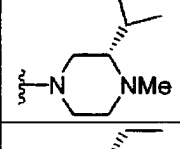
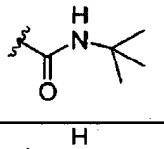
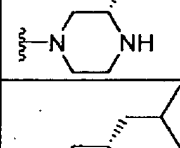
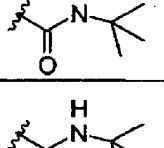
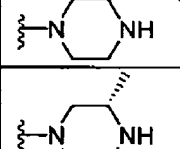
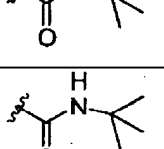
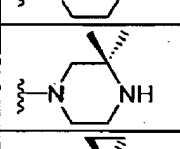
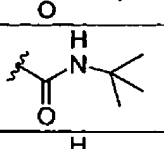
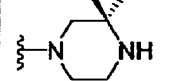
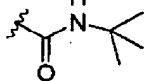
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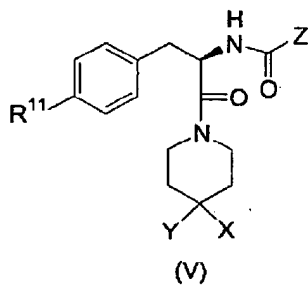
or a pharmaceutically acceptable salt thereof.

Claim 24 (Original) The compound of Claim 19 of structural formula V selected from the group consisting of:

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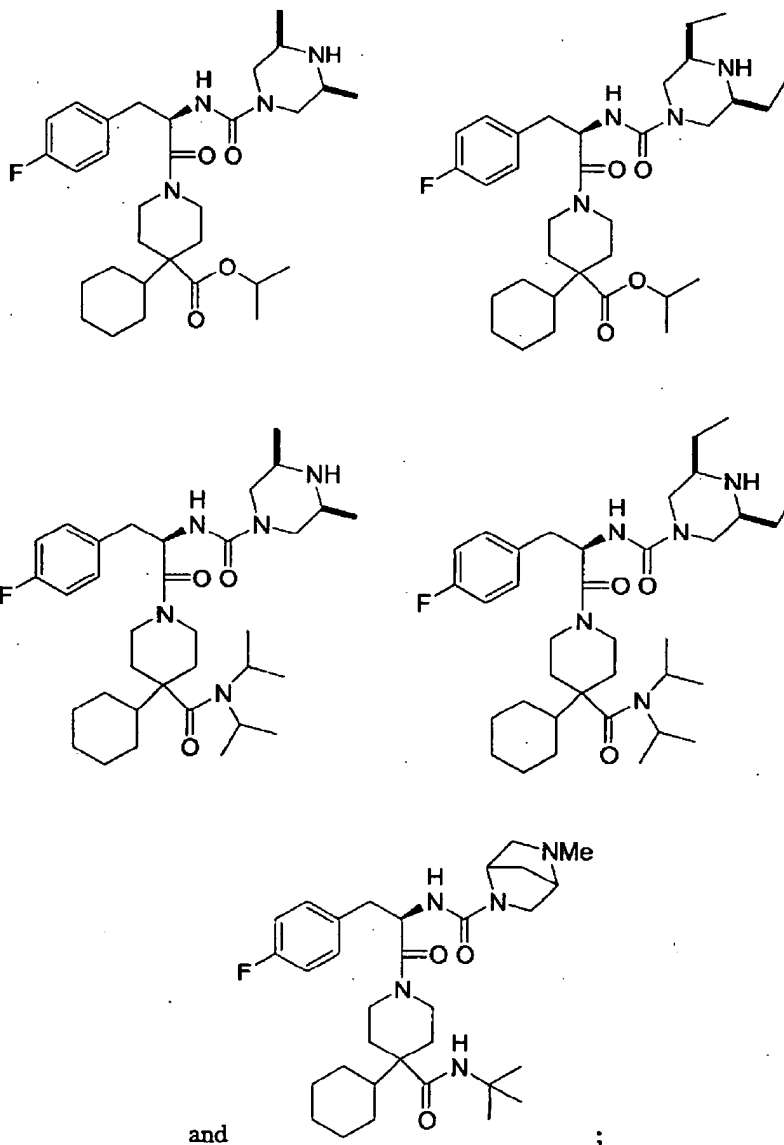
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or a pharmaceutically acceptable salt thereof.

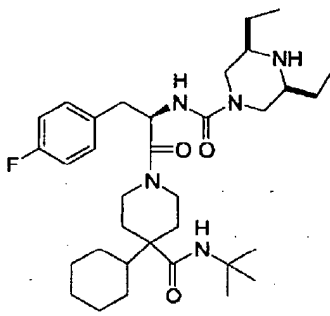
Claims 26-28 (Cancelled)

Claim 29 (Original) A pharmaceutical composition which comprises a compound of Claim 1 and a pharmaceutically acceptable carrier.

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Claims 30-31 (Cancelled)

Claim 32 (Original) The compound of Claim 25 which is:



or a pharmaceutically acceptable salt thereof.

Claims 33 – 36 (Cancelled)

Claim 37 (Original) The compound of Claim 25 wherein the pharmaceutically acceptable salt thereof is the hydrochloric acid salt.

Claim 38 (Original) The compound of Claim 25 wherein the pharmaceutically acceptable salt thereof is the sulfuric acid salt.

Claim 39 (Original) The compound of Claim 25 wherein the pharmaceutically acceptable salt thereof is the benzenesulfonic acid salt.

Claims 40 - 46 (Cancelled)